

HELM

FINANCIAL CORPORATION

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December 19, 2006

RECORDATION NO. 20373-A FILED

DEC 27 '06

12-43 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Full Termination of Locomotive Sublease Agreement dated as of December 11, 2006 by Helm Financial Corporation ("**Full Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Sublessor:

Westinghouse Air Brake Technologies Corporation
4600 Apple Street
Boise, ID 83716

Name and Address of Owner/Sublessee:

Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Equipment: 17 Locomotives
9001-9020

Please record this Full Termination as a supplemental agreement to STB Recordation No. 20373 filed on November 1, 1996. The filing fee of \$34.00 is included in our enclosed check.

Summary: Full Termination of Locomotive Sublease Agreement dated as of December 11, 2006 by Helm Financial Corporation for 17 locomotives, 9001-9020 (Not Sequential), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 20373.

Yours truly,


Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

DEC 27 '06

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SURFACE TRANSPORTATION BOARD

FULL TERMINATION OF LOCOMOTIVE SUBLEASE AGREEMENT

THIS FULL TERMINATION OF LOCOMOTIVE SUBLEASE AGREEMENT ("Termination") is dated as of December 11, 2006 by **HELM FINANCIAL CORPORATION ("Owner")**.

WHEREAS, Caterpillar Financial Service Corporation ("**CAT**") and Westinghouse Air Brake Technologies Corporation (f/k/a MotivePower, Inc., f/k/a MK Rail Corporation, as assignee of Morrison Knudsen Corporation ("**WABTEC**")) were parties to that certain Railroad Equipment Lease Agreement dated as of December 27, 1991 pursuant to which CAT leased to WABTEC the seventeen (17) locomotives as described in Schedule A attached hereto ("**Unit(s)**");

WHEREAS, Owner (as assignee of Helm Locomotive Leasing Corporation) and WABTEC were parties to the Locomotive Sublease Agreement dated as of October 7, 1996 ("**Sublease**") pursuant to which WABTEC subleased to Owner the Units;

WHEREAS, with respect the Sublease, a Memorandum of Locomotive Sublease Agreement dated as of October 7, 1996 ("**Memo**") was filed with the Surface Transportation Board of the United States Department of Transportation on November 1, 1996 under Recordation No. 20373;

WHEREAS, pursuant to that certain Agreement of Purchase and Sale dated as of August 9, 2006 CAT sold the Units to Owner on September 25, 2006;

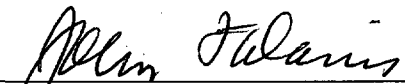
WHEREAS, Owner desires to execute this Termination to evidence for the public record the termination of the Memo.

NOW THEREFORE, in consideration of the premises, Owner does hereby acknowledge and confirm:

1. **Full Termination of Memorandum of Locomotive Sublease**. Owner hereby declares for the public record that the Memo and any other documents filed under STB Recordation No. 20373 are hereby formally terminated.

IN WITNESS WHEREOF, Owner, pursuant to due corporate authority, has caused this Full Termination of Locomotive Sublease Agreement to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

By: 
Name: John F. Dains
Title: President and CEO

SCHEDULE A

To the Full Termination of Locomotive Sublease Agreement dated December 11, 2006

Equipment Description: Seventeen (17) remanufactured General Motors Model SD40M-1 locomotives.

Locomotive Numbers:

9001, 9003, 9004, 9005, 9006, 9008, 9009, 9010, 9012, 9013, 9014, 9015, 9016, 9017, 9018, 9019 and 9020.

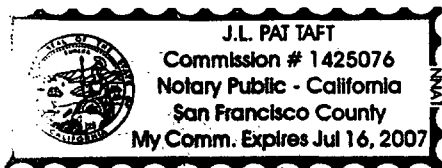
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On December 12th, 2006 before me, J. L. Pat Taft, personally appeared John F. Dains, President and CEO of
HELM FINANCIAL CORPORATION,

X personally known to me – OR –

_____ proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Witness my hand and official seal.

J. Pat Taft
SIGNATURE OF NOTARY

(Notarial Seal)